

**AMENDED AND RESTATED
NOTICE OF CHANGE IN CORPORATE STRUCTURE**

Pursuant to Section 4.9 of National Instrument 51-102

1. Names of the parties in the transaction

9952322 Canada Inc. ("Fedco"), White Tie Ventures Corp. ("White Tie") and Bow Tie Acquisitions Corp. ("Bow Tie"), of which Fedco is a federally incorporated corporation and White Tie and Bow Tie are corporations incorporated under the laws of Alberta (Fedco, White Tie and Bow Tie are collectively the "Arranged Companies"), completed a statutory plan of arrangement dated November 2, 2016 ("Plan of Arrangement") with Visionstate Corp. (the "Corporation") involving a spin-out of Fedco, White Tie and Bow Tie pursuant to the provisions of section 193 of the *Business Corporations Act* (Alberta).

2. Description of the transaction

The Plan of Arrangement implemented a series of transactions as follows:

- a. The Corporation has caused Visionstate Inc. ("Opco"), a wholly-owned subsidiary of the Corporation, to license certain assets (the "CINDI Assets") to each of Fedco, White Tie and Bow Tie in consideration for common shares in each of Fedco, White Tie and Bow Tie (the "Distributed Shares") to be issued to the Corporation, such that the number of Distributed Shares received by the Corporation from each of Fedco, White Tie and Bow Tie in consideration for the CINDI Assets will equal the number of issued and outstanding common shares of the Corporation;
- b. The authorized share capital of the Corporation was changed by designating an unlimited number of Preferred Series I Shares without par value, having the rights and restrictions as described in Schedule A to the Plan of Arrangement;
- c. The Preferred Series I Shares of the Corporation were issued to the holders of each common share of the Corporation (the "Visionstate Shareholders"), and the holders of the Preferred Series I Shares were added to the central securities register of the Corporation as the holders of Preferred Series I Shares;
- d. The Corporation having designated the Preferred Series I Shares by directors resolution will issue such shares as a dividend-in-kind to the Visionstate Shareholders of record as of the close of business on January 6, 2017 in the same number and proportion as their holdings of common shares in Visionstate;
- e. In connection with the Plan of Arrangement, Fedco amalgamated with BTV Games Inc. ("BTV") on December 21, 2016 under Section 181 of the Canadian Business Corporation Act to form BTV Games Inc./Les Jeux BTV Inc. ("Amalco"). A copy of the Amalgamation Agreement is attached as Schedule F to the Information Circular. The Corporation as the sole shareholder of Fedco prior to the Arrangement approved the Amalgamation Agreement;
- f. Each issued Preferred Series I Share held by the Visionstate Shareholders were exchanged with the Corporation for one (1) common share of each of White Tie and Bow Tie for a total of 66,425,631 common shares in each of White Tie and Bow Tie and 0.0141040587179368

post-amalgamated common shares of Fedco for a total of 936,871 common shares of Fedco. The Preferred Series I Shares obtained by Visionstate on the exchange were immediately redeemed and cancelled by the Corporation; and

- g. On implementation of the Arrangement, the Amalgamation pursuant to the Amalgamation Agreement will be effective, and the Visionstate Shareholders in their capacity as shareholders of Fedco will own approximately 5% of the issued and outstanding shares of Amalco and the former shareholders of BTV will own approximately 95% of the issued and outstanding shares of Amalco.

The shareholders of the Corporation approved the Plan of Arrangement at an annual general and special meeting held on December 9, 2016 with the final order of the Court of Queen's Bench of Alberta being granted on December 12, 2016.

3. Effective date of the transaction

January 9, 2017, being the date of issuance of the Preferred Series I Shares from treasury in accordance with the treasury direction.

4. Name of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and names of the continuing entities

The Corporation continues to be a reporting issuer in the provinces of Alberta and British Columbia. As a result of the Plan of Arrangement, each of Fedco, White Tie and Bow Tie became a reporting issuer in the provinces of Alberta and British Columbia. No party ceased to be a reporting issuer subsequent to the Plan of Arrangement.

5. Date of the reporting issuer's first financial year-end subsequent to the transaction

The first financial year-end of the Corporation subsequent to the Plan of Arrangement is September 30, 2017. The first financial year-end subsequent to the Plan of Arrangement for Fedco is July 31, 2017 and for each of Bow Tie and White Tie was December 31, 2016.

6. Periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction

The following is a summary of the Corporation's financial reporting periods, and that of Fedco, Bow Tie and White Tie, in the first financial year after completion of the Plan of Arrangement:

The Corporation

- For the year ended September 30, 2017 with comparatives for the year ended September 30, 2016 for the Corporation
- For the first quarter period ended December 31, 2016 with comparatives for the period ended September 30, 2016 for the Corporation
- For the second quarter period ended March 31, 2017 with comparatives for the period ended September 30, 2016 for the Corporation

- For the third quarter period ended June 30, 2017 with comparatives for the period ended September 30, 2016 for the Corporation

Fedco

- For the partial year end from incorporation (October 20, 2016) to December 20, 2016

Amalco

- For the partial second quarter period from December 21, 2016 to January 31, 2017
- For the third quarter period ended April 30, 2017
- For the partial year end from December 21, 2016 to July 31, 2017

Bow Tie and White Tie

- For the partial year end from October 27, 2016 to December 31, 2016
- For the first quarter period ended March 31, 2017
- For the second quarter period ended June 30, 2017
- For the third quarter period ended September 30, 2017

7. Documents filed under National Instrument 51-102 that describe the transaction and where those documents can be found in electronic format

For additional information in respect of the Plan of Arrangement, please refer to the Corporation's information circular in connection with the annual general and special meeting dated November 7, 2016 and filed on SEDAR on November 14, 2016. As well, please refer to the press release titled "Visionstate Corp. Announces Successful Completion of Plan of Arrangement" dated December 22, 2016 and available on SEDAR at www.sedar.com under the Corporation's SEDAR profile.